

**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION**

In re:)
think3, Inc.) Chapter 11
)
) Case No. 11-11252 (HCM)
)
)
Debtors.)
)
)

**STAFFING REPORT BY AP SERVICES, LLC
FOR THE PERIOD JUNE 1, 2011 THROUGH JUNE 30, 2011**

In connection with this Court's *Order Authorizing The Debtors To Employ AP Services, LLC and Designating Rebecca A. Roof As President, Secretary And Chief Restructuring Officer Nunc Pro Tunc To The Commencement Date*, entered May 24, 2011 [Docket No. 35] (the "Retention Order"), AP Services, LLC ("APS") hereby files its staffing report for the period of June 1, 2011 through June 30, 2011 (the "Staffing Period"), and in support of such report respectfully represents:

1. Pursuant to APS' engagement letter with Debtors, dated May 12, 2011, APS was retained by the Debtors to provide interim management and restructuring services. The functions filled by Rebecca A. Roof, President, Secretary and Chief Restructuring Officer and other APS personnel (collectively, the "Temporary Staff") encompass a wide range of activities related to the Chapter 11 Cases which include, without limitation, preparing and monitoring financial reporting (including reporting required by the Bankruptcy Court), assisting in overseeing the implementation of an operational restructuring plan, managing the claims and claims reconciliation processes, assisting with communications with creditors, creditors' advisors and other external parties in interest, and providing testimony before the Bankruptcy Court as required.

2. The Retention Order requires APS to file monthly staffing reports with the Court with copies to the United States Trustee and all official committees. The staffing report must include the names of the individuals assigned to be members of the Temporary Staff. All staffing is subject to review by the Court in the event an objection is filed.

3. The attached Exhibit A includes a list of the members of the Temporary Staff¹ that provided services to the Debtors during this Staffing Period, along with their corresponding function descriptions and APS billing rates.

Dated: August 3, 2011

AP SERVICES, LLC


By: _____
Rebecca A. Roof
Authorized Representative
AP Services, LLC
2000 Town Center, Suite 2400
Southfield, MI 48075

¹ APS may determine, from time to time, to augment its professional staff with independent contractors (each an "Independent Contractor") Chapter 11 Cases. APS' standard practice is to charge for an Independent Contractor's services at the rate equal to the compensation provided by APS to such Independent Contractor. APS did not bill for Independent Contractors during this Staffing Period.

Exhibit A

AP Services, LLC
Staffing Report of Temporary Staff and Functions
think3, Inc.
June 1, 2011 through June 30, 2011

Temporary Staff Employees -- Officer Positions		
Name	Description of Function	Hourly Rate
Rebecca A. Roof	Chief Restructuring Officer	\$ 855.00

Temporary Staff Employees		
Name	Description of Function	Hourly Rate
Bruce Den Uyl	Special Financial Advisor	\$ 895.00
Camilla Tolomei Di Lippa	Advisor – Italian Matters	\$ 695.00
Thomas K. Riordan	Special Financial Advisor	\$ 645.00
Chad M. Tolleson	Advisor – Bankruptcy Management Services	\$ 560.00
Brian Rosenthal	Advisor – Cash Forecasting	\$ 490.00
John Niesen	Web Developer and Technology Support	\$ 470.00
Lute Winkleman	Special Financial Advisor	\$ 440.00
Wally Li	Web Developer and Technology Support	\$ 310.00
Jeff Ivester	Bankruptcy Paraprofessional	\$ 260.00
Travis Haber	Bankruptcy Paraprofessional	\$ 220.00
Eliot Grogan	Bankruptcy Paraprofessional	\$ 200.00